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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, November 1, 1999

JOINT PETITION OF

CASE NO. PUA990044

IXC COMMUNICATIONS, INC.

AND

CINCINNATI BELL INC.

For approval of a transfer of control  
under § 56-88.1 of the Code of Virginia

**ORDER GRANTING APPROVAL**

On August 13, 1999, IXC Communications, Inc. ("IXC"), and Cincinnati Bell Inc. ("CBI") (collectively "Petitioners") completed the filing of a joint petition for approval under § 56-88.1 of the Code of Virginia ("Virginia Code") of a transaction under which CBI will acquire control of IXC's subsidiary, IXC Communications Services of Virginia, Inc. ("IXC-CSV"), from IXC. IXC-CSV holds a certificate of public convenience and necessity to provide interexchange telecommunications services in Virginia.

By Commission Order Extending Time for Review dated October 8, 1999, the Commission extended its review period through November 11, 1999. No comments were filed in this case.

Cincinnati Bell Inc. ("CBI") is a holding company offering, through its subsidiaries, diversified telecommunications services. Its principal subsidiaries include the following:

Cincinnati Bell Telephone Company, Cincinnati Bell Long Distance, Inc., Cincinnati Bell Supply Company, Cincinnati Bell Directory, Inc., and Cincinnati Bell Wireless Company. IXC Communications Services of Virginia, Inc. ("IXC-CSV"), is a Virginia public service company and is a wholly owned subsidiary of IXC Communications Services, Inc. ("IXC-CSI"). IXC-CSI provides long distance switched and dedicated private line telecommunications services and is a wholly owned subsidiary of IXC Communications, Inc. ("IXC"). In addition to IXC-CSI, IXC subsidiaries Telecom One and Eclipse Telecommunications are resellers of long distance telecommunications services to retail end-users, and subsidiary IXC Internet markets a full line of data/Internet products and services.

Pursuant to the Agreement and Plan of Merger ("the Agreement") entered into between CBI and IXC, the ultimate corporate parent of IXC-CSV, IXC will be acquired by CBI in a merger transaction and will become a structurally separate, wholly owned subsidiary of CBI. After the acquisition, IXC-CSV will continue to operate under its own authorization and will continue to provide telecommunications services to its current customers under existing service arrangements.

THE COMMISSION, upon consideration of the joint petition and representations of Petitioners and having been advised by its Staff, is of the opinion and finds that the above-described transfer of control of IXC-CSV from IXC to CBI will neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates and, therefore, should be approved. Accordingly,

IT IS ORDERED THAT:

- 1) Pursuant to Virginia Code §§ 56-88.1 and 56-90, Petitioners are hereby granted approval of the proposed transfer of control of IXC Communications Services of

Virginia, Inc., from IXC Communications, Inc., to Cincinnati Bell Inc. as described herein.

- 2) There appearing nothing further to be done in this matter, it hereby is dismissed.